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2005 SEP 21 PM 3:21

2912 Lakeside Drive, Suite 100
Oklahoma City, OK 73120

T.R.A. DOCKET ROOM

Judith A. Riley, J.D.

September 19, 2005

Overnight Delivery

Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

05-00261

Re Proposed Transfer Of All Of The Membership Interests Of Claricom, Currently Held by Stacom, Ultimately To Matrix And Of The Merger Of Claricom With And Into Matrix

Enclosed please find an original and thirteen (13) copies of the above described Application. I am also enclosing a check in the amount of \$25.00 for the filing fee.

Please acknowledge receipt of this filing by file stamping the extra copy of the first page of the Application and returning it in the self-addressed stamped envelope provided for this purpose.

If you have any questions or need anything further, please contact me.

Sincerely,

A handwritten signature in cursive script that reads "Judith A. Riley".

Judith A. Riley

Enclosures

PAID T.R.A.

Chk # 2916
Amount 25.00
Rcvd By JR
Date 9-21-05

BEFORE THE
PUBLIC UTILITIES COMMISSION
OF THE STATE OF TENNESSEE

RECEIVED

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T.R.A. DOCKET ROOM

Joint Application of)
)
Claricom Networks, LLC,)
Stacom Holdings LLC,)
Matrix Telecom, Inc.,)
EnergyTRACS Acquisition Corp. and)
Platinum Equity, LLC)
)
for Expedited Approval of the Transfer)
of Membership Interests and the)
Merger of Claricom Networks, LLC)
and Matrix Telecom, Inc.)

Docket No. 05-00261

JOINT APPLICATION

Claricom Networks, LLC (hereinafter referred to as "Claricom"), Stacom Holdings LLC (hereinafter referred to as "Stacom"), Matrix Telecom, Inc. (hereinafter referred to as "Matrix"), EnergyTRACS Acquisition Corp. (hereinafter referred to as "ETAC") and Platinum Equity, LLC (hereinafter referred to as "Platinum") (together "Applicants"), by their undersigned counsel, pursuant to T C A § 65-4-112, hereby request approval of the proposed transfer of all of the membership interests of Claricom, currently held by Stacom, ultimately to Matrix and of the merger of Claricom with and into Matrix

In support of this Application, Applicants state the following:

I. PARTIES.

A. Claricom Networks, LLC

Claricom is a limited liability company organized under the laws of the State of Delaware with its principal offices located at 300 N Meridian, Oklahoma City, OK 73107. Claricom provides domestic and international long distance services to business and residential customers throughout the continental United States. Claricom is authorized to provide intrastate inter-exchange telecommunications services in Tennessee.¹ Claricom is certificated as an

¹ Case No 97-0143

interexchange reseller in the forty-eight contiguous states where required and as a competitive local exchange carrier in twenty-two states Claricom also provides interstate and international telecommunications services pursuant to the authorities granted to it by the Federal Communications Commission.

A Certificate of Good Standing in the State of Tennessee for Claricom is attached hereto as Attachment A.

B Stacom Holdings LLC

Stacom is a Delaware limited liability company with its principal offices located at 360 N. Crescent Drive, South Building, Beverly Hills, CA 90210 Stacom is a holding company and holds 100% of the membership interests of Claricom Stacom in turn is a wholly-owned subsidiary of Platinum.

C Matrix Telecom, Inc.

Matrix is a corporation organized under the laws of the State of Texas with its principal offices located at 300 N. Meridian, Oklahoma City, OK 73107. Matrix provides domestic and international long distance services to business and residential customers throughout the United States. Matrix is authorized to provide intrastate inter-exchange telecommunications services in Tennessee.² Matrix is certificated as an interexchange reseller in all fifty states where required and as a competitive local exchange carrier in thirty-six states including TN³ Matrix also provides interstate and international telecommunications services pursuant to the authorities granted to it by the Federal Communications Commission.

A Certificate of Good Standing in the State of Tennessee for Matrix is attached hereto as Attachment B

D EnergyTRACS Acquisition Corp.

ETAC is a corporation organized under the laws of the State of Delaware with its principal offices located at 360 N. Crescent Drive, South Building, Beverly Hills, CA 90210. ETAC is a holding company and holds all of the issued and outstanding capital stock of Matrix. ETAC in turn is a wholly-owned subsidiary of Platinum.

E Platinum Equity, LLC

Platinum is a Delaware limited liability company formed as a vehicle for the

2 October 13, 1995 95-03215
3 May 16, 2005 05-00083

acquisition of companies and is the ultimate parent of Matrix, ETAC, Claricom and Stacom. Platinum's portfolio companies are primarily mission-critical service and solutions providers. The Platinum portfolio is comprised of 21 businesses, with over 40,000 employees serving more than 600,000 customer sites worldwide. Attached hereto as Attachment C is a current organizational chart reflecting the relationship of the Applicants prior to the transactions described herein as well as a post-transaction organizational chart. By this Application, Applicants seek Commission approval of the proposed transfer of all the membership interests of Claricom, currently held by Stacom, to Matrix and of the merger of Claricom with and into Matrix with Matrix being the surviving entity.

II. DESCRIPTION OF THE TRANSACTION

Matrix was acquired by Platinum in 1999. Claricom was acquired by Platinum in 2001. Since their acquisitions, Matrix and Claricom have operated as separate entities but under common management. Attached hereto as Attachment D is a listing of the officers and directors of Matrix and Claricom. As Matrix and Claricom provide the same services to the same markets, it has been determined that their customers can be served more efficiently by combining Matrix and Claricom into one company. To that end, Applicants seek approval of the transfer of the membership interests of Claricom, currently held by Stacom, initially to Platinum, who will then transfer those interests to ETAC. The final transfer of the membership interests of Claricom will be from ETAC to Matrix. Claricom will then be merged with and into Matrix with Matrix being the surviving entity. This transaction will be completed on December 31, 2005 at 11:59 p.m. Upon the completion of the transaction described hereinabove, the customers of Claricom would be served by Matrix and Claricom would cease to exist. As a result, Claricom surrenders its certifications effective December 31, 2005 at 11:59 p.m.

III. PUBLIC INTEREST

Grant of the proposed transaction will serve the public interest. There will be no change to the rates, terms or conditions of service to the Claricom customers as a result of the transaction. All managerial and technical aspects of the provision of reliable telecommunication services will be handled in the same manner and by the same individuals who provide the managerial and technical support for Claricom today. Further, consummation of the proposed

transaction will serve the public interest in promoting competition in the intrastate inter-exchange and local telecommunications market by providing Matrix the opportunity to strengthen its competitive position by combining Claricom's customer base with Matrix's current customers. Approval of the transaction will permit Matrix to realize significant economic and marketing efficiencies which will enhance its ability to continue providing high quality, low cost telecommunications services and to compete more effectively in the telecommunications market. Matrix's operations will more readily increase in size and profitability, due to enhanced economies of scale. Accordingly, the proposed transaction will benefit consumers through improved services and lower rates, thereby promoting competition in the telecommunications market. The market for voice and data services is becoming increasingly competitive in nature and such competition benefits consumers. Therefore, approval of the proposed transaction is in the public interest.

IV. REQUEST FOR EXPEDITED APPROVAL.

Applicants request that the Commission process this Application on an expedited basis to insure that the transaction can be completed on December 31, 2005. Expedition is warranted so that Applicants may transfer the Claricom customer base to Matrix with a minimum of disruption and confusion. Expedited treatment will reduce consumer uncertainty as to the timing of the transaction and will permit Applicants to arrange an orderly and seamless transition of the customers from Claricom to Matrix.

Applications for approval of this transaction will be filed with the FCC and every state in which Applicants are required to file for approval. Letters of notification will be sent to all other states in which Matrix and Claricom operate.

Applicants intend to provide at least 30 days' advance subscriber notice of the transfer to Matrix. Attached hereto as Attachment E is a copy of the Notice that will be sent to all subscribers. Each of the subscribers will receive the requisite advance notice and will see no change in rates, terms or conditions of service from those currently in effect. The proposed transaction will be seamless and virtually transparent to said subscribers. Therefore, the public interest would be served by Commission grant of expedited approval of this Application.

V. CONTACT INFORMATION.

Applicants provide the following contact information for questions, notices, pleadings and other communications concerning this Application:

Judith A. Riley, Esq.
Telecom Professionals, Inc
2912 Lakeside Drive
Oklahoma City, OK 73120
Telephone. (405) 755-8177
Facsimile. (405) 755-8377
email jriley@telecompliance.net

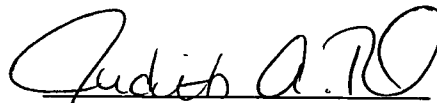
Counsel to Applicants

VI. CONCLUSION.

For the reasons stated herein, Applicants request expedited approval of the transfer of all of the membership interests of Claricom, currently held by Stacom, ultimately to Matrix and of the merger of Claricom with and into Matrix, as described herein, to permit Applicants to consummate this merger on December 31, 2005.

Dated this 19th day of September, 2005.

Respectfully Submitted,

A handwritten signature in black ink, appearing to read "Judith A. Riley", written over a horizontal line.

Judith A. Riley, Esq.
Telecom Professionals, Inc.
2912 Lakeside Drive
Oklahoma City, OK 73120
Telephone: (405) 755-8177
Facsimile: (405) 755-8377
email: jriley@telecompliance.net

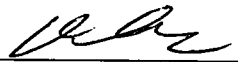
Counsel to Applicants

VERIFICATION

STATE OF OKLAHOMA)
)
COUNTY OF OKLAHOMA) **SS**

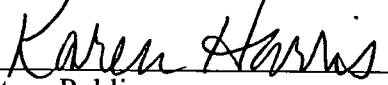
I, Dennis E. Smith, hereby declare under penalty of perjury, that I am the President of Matrix Telecom, Inc. and Claricom Networks, LLC; that I am authorized to make this verification on behalf of Matrix and Claricom; that I have read the foregoing; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.

Dated this 13th day of September, 2005.



Dennis E. Smith
President
Matrix Telecom, Inc.
Claricom Networks, LLC

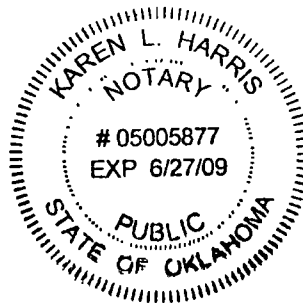
Sworn to and subscribed before me this 13th day of September, 2005.



Notary Public

My Commission expires:

6/27/09



VERIFICATION

STATE OF CALIFORNIA)
)
COUNTY OF LOS ANGELES) SS

I, Eva M. Kalawski, hereby declare under penalty of perjury, that I am Executive Vice President, General Counsel and Secretary of Platinum Equity, LLC, and Vice President and Secretary of each of EnergyTRACS Acquisition Corp. and Stacom Holdings, LLC; that I am authorized to make this verification on behalf of Platinum, ETAC and Stacom; that I have read the foregoing; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.

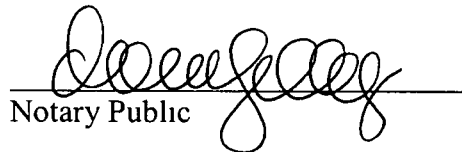
Dated this 14th day of September, 2005.



Eva M. Kalawski
Executive Vice President, General Counsel and
Secretary
Platinum Equity, LLC

Vice President and Secretary
EnergyTRACS Acquisition Corp. and
Stacom Holdings, LLC

Subscribed and sworn to (or affirmed) before me this 14th day of September, 2005, by Eva M. Kalawski, personally known to me or proved to me on the basis of satisfactory evidence to be the person who appeared before me.


Notary Public



My Commission expires:

November 7, 2008

ATTACHMENT A

**CLARICOM'S CERTIFICATE OF GOOD STANDING – TENNESSEE
(ATTACHED)**

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

ISSUANCE DATE: 08/29/2005
REQUEST NUMBER: 05241519
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 10/05/2001
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0416651
JURISDICTION: DELAWARE

TO:
CFS
8161 HWY 100
NASHVILLE, TN 37221

REQUESTED BY:
CFS
8161 HWY 100
NASHVILLE, TN 37221

CERTIFICATE OF AUTHORIZATION

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"CLARICOM NETWORKS, LLC",

A LIMITED LIABILITY COMPANY FORMED IN THE JURISDICTION SET FORTH ABOVE IS
AUTHORIZED TO TRANSACT BUSINESS IN THIS STATE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
AUTHORIZATION OF THE LIMITED LIABILITY COMPANY HAVE BEEN PAID;
THAT THE MOST RECENT LIMITED LIABILITY ANNUAL REPORT REQUIRED HAS BEEN FILED;
THAT AN APPLICATION FOR CERTIFICATE OF WITHDRAWAL HAS NOT BEEN FILED.

FOR: REQUEST FOR CERTIFICATE

ON DATE: 08/29/05

FROM:
CFS
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221-0000

RECEIVED:	FEES	
	\$40.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$40.00

RECEIPT NUMBER: 00003793038
ACCOUNT NUMBER: 00101230



Riley C Darnell

RILEY C DARNELL
SECRETARY OF STATE

ATTACHMENT B

**MATRIX'S CERTIFICATE OF GOOD STANDING – TENNESSEE
(ATTACHED)**

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

ISSUANCE DATE: 08/29/2005
REQUEST NUMBER: 05241519
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 02/18/1992
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0250103
JURISDICTION: TEXAS

TO:
CFS
8161 HWY 100
NASHVILLE, TN 37221

REQUESTED BY:
CFS
8161 HWY 100
NASHVILLE, TN 37221

CERTIFICATE OF AUTHORIZATION

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"MATRIX TELECOM, INC.",

A CORPORATION FORMED IN THE JURISDICTION SET FORTH ABOVE, IS AUTHORIZED TO
TRANSACTION BUSINESS IN THIS STATE:
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
AUTHORIZATION OF THE CORPORATION HAVE BEEN PAID;
THAT THE MOST RECENT CORPORATION ANNUAL REPORT REQUIRED HAS BEEN FILED
WITH THIS OFFICE; AND
THAT AN APPLICATION FOR CERTIFICATE OF WITHDRAWAL HAS NOT BEEN FILED.

FOR: REQUEST FOR CERTIFICATE

ON DATE: 08/29/05

FROM:
CFS
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221-0000

RECEIVED:	FEES	
	\$40.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$40.00

RECEIPT NUMBER: 00003793038
ACCOUNT NUMBER: 00101230



Riley C Darnell

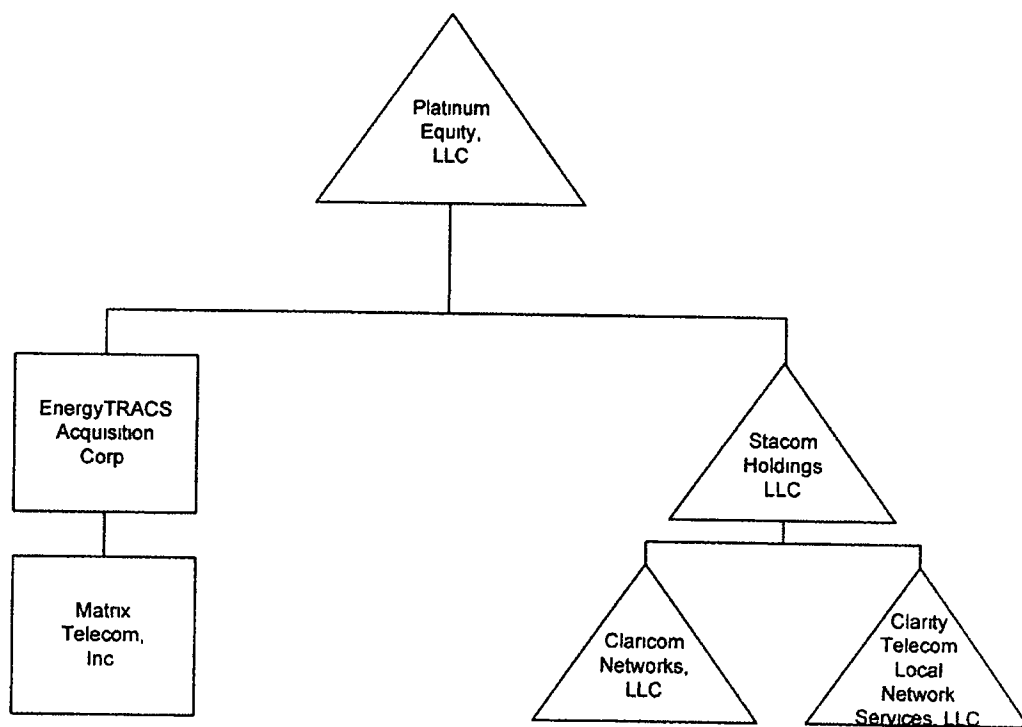
RILEY C DARNELL
SECRETARY OF STATE

ATTACHMENT C

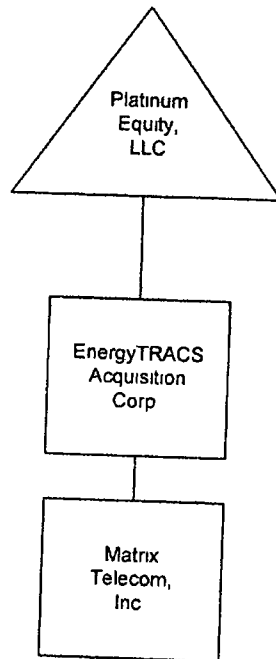
PRE-TRANSACTION ORGANIZATIONAL CHART

&

**POST-TRANSACTION ORGANIZATIONAL CHART
(ATTACHED)**



**PRIVILEGED AND CONFIDENTIAL
FOR INTERNAL USE ONLY**



ATTACHMENT D
OFFICERS AND DIRECTORS
(ATTACHED)

Platinum Equity, LLC

Tom T Gores	Manager, Chief Executive Officer and President
Robert J Joubran	Chief Operating Officer and Treasurer
Philip E Norment	President of Portfolio Operations
John H Diggins	Executive Vice President
Eva M Kalawski	Executive Vice President, General Counsel and Secretary
Johnny O Lopez	Executive Vice President
Gary L Newton	Executive Vice President
Mary Ann Sigler	Executive Vice President
Robert J Wentworth	Executive Vice President
David M Anglin	Chief Technology Officer
Sally Anne Ward	Assistant Secretary
Barbara J Schmidt	Assistant Treasurer
Dawn Walloch	Assistant Treasurer

Claricom Networks, LLC

Eva M Kalawski	Manager, Vice President and Secretary
Dennis Smith	President
Charles Taylor	Chief Financial Officer
Robert J Joubran	Vice President and Treasurer
Gregory Taylor	Vice President
Stephen T Zollo	Vice President
Sally A Ward	Assistant Secretary
Dawn Walloch	Assistant Treasurer

EnergyTRACS Acquisition Corp.

Tom T Gores	Director and President
Robert J Joubran	Vice President and Treasurer
Eva M Kalawski	Vice President and Secretary
Stephen T. Zollo	Vice President
Sally A Ward	Assistant Secretary
Barbara J Schmidt	Assistant Treasurer
Dawn Walloch	Assistant Treasurer

Matrix Telecom, Inc.

Eva M Kalawski	Director, Vice President and Secretary
Dennis Smith	President
Robert J Joubran	Vice President and Treasurer
Stephen T Zollo	Vice President
Sally A Ward	Assistant Secretary
Barbara J Schmidt	Assistant Treasurer
Dawn Walloch	Assistant Treasurer

Stacom Holdings LLC

Eva M Kalawski	Manager, Vice President and Secretary
Tom T Gores	President
Robert J. Joubran	Vice President and Treasurer
Stephen T. Zollo	Vice President
Sally A. Ward	Assistant Secretary
Dawn Walloch	Assistant Treasurer

ATTACHMENT E
SUBSCRIBER NOTICE
(ATTACHED)



NOTICE OF TRANSFER OF TELEPHONE SERVICE

September 30, 2005

Dear Customer

Claricom Networks, LLC ("Claricom") currently provides your local and/or long distance service. Claricom and its affiliate, Matrix Telecom, Inc. ("Matrix") have agreed to merge in the near future, as a result of which Matrix will be the provider of local and/or long distance services to Claricom customers. This merger will not affect your rates or the terms and conditions of your service.

Subject to obtaining state and federal regulatory approvals, we anticipate that the merger will occur on or about December 31, 2005. Unless you have begun using a service provider other than Claricom prior to this date, Matrix will become your local and/or long distance service provider following the merger. If Claricom is not your local service provider, the merger with Matrix will not impact your local carrier selection.

The rates you currently pay for long distance, as well as your terms and conditions of service, will remain unchanged immediately following the merger. If, in the future, there are any changes to your rates or the terms and conditions of your service, you will be notified of them by mail.

Except in the event of the existence of a contract for your telecommunications service, you have the right to subscribe to local and long distance service from any service provider you wish. This decision is entirely up to you, and you may choose to switch to another carrier either before or after this change occurs. Matrix values your continued business and will gladly respond to any questions or complaints you may have about your service either prior to or during the change. Because of this change, a carrier change charge may appear on your bill. However, Matrix will be happy to credit any such charges that appear on your bill due to the change to Matrix. However, selecting a carrier other than Matrix may result in a charge being imposed for which Matrix will not be responsible.

If you are a long distance customer only, and you have arranged a preferred carrier freeze through your local carrier on the service(s) involved in this transfer, the freeze will be removed in order to allow Matrix to operate as your service provider. After the merger, you must contact your local carrier if you want to re-establish a preferred carrier freeze.

Until the merger takes place, Claricom will continue to be responsible for all customer service and billing issues. You should contact Claricom with any complaints or other customer services inquiries you may have prior to the merger. After the merger, you should refer your questions to Matrix.

If you have any questions regarding this notice, please contact Matrix toll-free at (888) 829-6926.

Sincerely,

Matrix Telecom, Inc.
Claricom Networks, LLC